



BURLINGTON NORTHERN

LAW DEPARTMENT

RECORDATION NO. 7739-C Filed 1425

JAN 14 1981 - 11 05 AM

INTERSTATE COMMERCE COMMISSION

176 East Fifth Street
St. Paul, Minnesota 55101
Telephone (612) 298-2121

January 9, 1981

Office of the
Interstate Commerce Commission
Washington, D.C. 20423

No. 1-011
Date JAN 14 1981
File # 10.00

Dear Sirs:

ICC Washington, D. C.

Enclosed for filing, pursuant to Section 11303 of the Interstate Commerce Act, are three counterparts of Agreement for Trust Group 3 dated January 1, 1981, supplementing an equipment trust lease which together with an agreement constitutes Burlington Northern Equipment Trust of 1974, Series 3.

A general description of the equipment covered by the enclosed supplement is as follows: Eight 26,000 gallon tank cars, numbered and lettered BN 875077-875084.

The equipment trust lease and agreement constituting the equipment trust was recorded with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act and assigned a recordation number as follows:

	<u>Date Recorded</u>	<u>Recordation Number</u>
Burlington Northern Inc. Equipment Trust of 1974, Series 3	12-12-74	7739

The names and addresses of the parties to the Supplemental Agreement are as follows:

First Trust Company of Saint Paul, First National
Bank Building, St. Paul, Minnesota 55101

Burlington Northern Inc., Lessee, 176 East Fifth
Street, St. Paul, Minnesota 55101

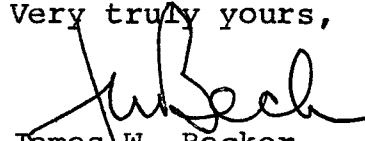
Also enclosed is a check in the amount of \$10 payable to you as Secretary of the Commission covering \$10 cost of each recording of the attached Supplemental Agreement.

Counterpart -

Interstate Commerce Commission
January 9, 1981
Page 2

Please stamp one counterpart with the recordation data of the Commission and return it to the bearer of this letter, Mrs. Carolyn H. Kunkel, Kunkel Transportation Services, Inc., 523 Pennsylvania Building, 425 - 13th Street, N.W., Washington, D.C. 20004.

Very truly yours,

A handwritten signature in dark ink, appearing to read "J. Becker", written over a horizontal line.

James W. Becker
Assistant General Solicitor

JWB:jb

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

James W. Becker
Burlington Northern Inc.
176 Easa Fifth Street
St. Paul, Minnesota 55101

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/14/81 at 11:05AM , and assigned re-
recording number(s). 7739-C, 8413-D, 8761-B, & 11391-B

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

JAN 14 1981 - 11 55 AM
 INTERSTATE COMMERCE COMMISSION

Executed in 28 Counterparts of
 which this is Counterpart No. 2

AGREEMENT FOR TRUST GROUP 3

AGREEMENT dated as of January 1, 1981, between
 FIRST TRUST COMPANY OF SAINT PAUL, a corporation duly organized and existing under the laws of the State of Minnesota, as Trustee (hereinafter called the "Trustee"), and BURLINGTON NORTHERN INC., a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called "Company").

WHEREAS, the Trustee and the Company have entered into the Equipment Trust Agreements and supplements thereto described in Schedule A attached hereto (hereinafter collectively called "Trust Agreements"); and

WHEREAS, after acquisition of the equipment described in Schedule A to said Equipment Trust Agreements, the Trustee has on hand Deposited Cash in amounts described in Schedule B attached hereto that this Company desires be used for the acquisition of additional railroad equipment; and

WHEREAS, the Company desires to purchase the equipment described in Schedule C attached hereto (hereinafter called "Additional Equipment") and that the purchase price for said equipment be paid first from the Deposited Cash on hand in the Equipment Trust Agreements described in Part I of Schedule A and thereafter from the Equipment Trust Agreement described in Part II of Schedule B:

NOW, THEREFORE, THIS AGREEMENT WITNESSETH:

1. The Additional Equipment is hereby subjected to the terms and conditions of the Trust Agreements as listed in Schedule A hereto. Upon delivery of an invoice, Bill of Sale and any other documentation required by the Trust Agreements the Trustee shall pay from the Deposited Cash available in the trusts in this Trust Group 3 such funds as may be necessary (to the extent proceeds are available under each trust) to pay the invoiced cost of each unit pursuant to the terms of the Equipment Trust Agreements. Payment will be made first from the Trusts included in Part I of Schedule B. Upon receipt of the Bill of Sale for the Additional Equipment the Trustee shall on behalf of each trust, receive title to that portion of the Additional Equipment equal to the proportion of funds actually expended from each trust over the total cost of the Replacement Equipment (the "Proportionate Interest").

2. Pursuant to the provisions of the Equipment Trust Agreements the Trustee shall acquire and does hereby let and lease the equipment described in Schedule C to the Company.

3. Upon maturity of each trust in Trust Group 3 the Trustee will convey title to the Company to its proportionate Interest in the Additional Equipment.

4. Each unit of Additional Equipment shall bear the following ownership markings:

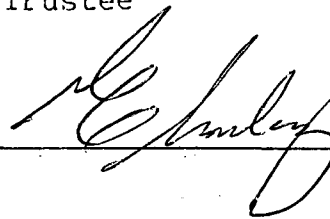
"Owned By a Bank or Trust Company Under
a Security Agreement filed under the
Interstate Commerce Act, Section 11303."

5. This Agreement will be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by their respective officers thereunto duly authorized and their respective seals to be hereunto affixed, duly attested, as of the day and year first above written.

FIRST TRUST COMPANY OF SAINT PAUL
as Trustee

By




(SEAL)

ATTEST:

W. J. Kennedy
Assistant Secretary

BURLINGTON NORTHERN INC.

By 
Vice President and Treasurer

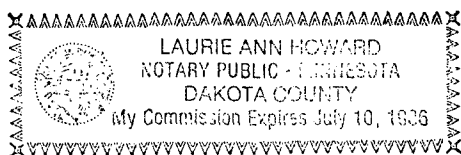
(SEAL)

ATTEST:


Assistant Secretary

STATE OF MINNESOTA)
) ss
COUNTY OF RAMSEY)

On this 14th day of January, 1981, before me personally appeared JAMES A. EHRENBERG, to me personally known, who, being by me duly sworn, says that he is a Vice President of FIRST TRUST COMPANY OF SAINT PAUL, that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Laurie Ann Howard
Notary Public

(SEAL)

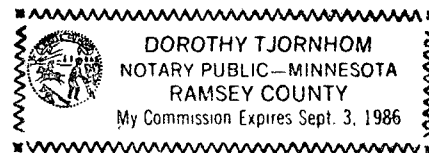
STATE OF MINNESOTA)
) ss
COUNTY OF RAMSEY)

On this 9th day of *January*, 1981, before me personally appeared R. C. Burton, Jr., to me personally known, who, being by me duly sworn says that he is Vice President and Treasurer of BURLINGTON NORTHERN INC., that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Dorothy Tjornhom

Notary Public

(SEAL)



SCHEDULE A

Equipment Trust	Original Recordation			Supplemental Information		
	Dated	Date of ICC Recordation	Recordation Number	Dated	Date of ICC Recordation	Recordation Number
Burlington Northern Inc. Railway Equip- ment Trust of 1974, Series 3	1-1-75	12-12-74	7739	12-1-79	1-23-80 (Trust Group 2)	7739-B
Burlington Northern Inc. Railway Equip- ment Trust of 1976, Series 3	8-1-76	7-19-76	8413	2-18-77 10-1-79 12-1-79	3-28-77 11-16-79 1-23-80 (Trust Group 2)	8413-A 8413-B 8413-C
Burlington Northern Inc. Railway Equip- ment Trust of 1977, Series 1	4-1-77	3-28-77	8761			
Burlington Northern Inc. Railway Equip- ment Trust of 1980, Series 1	2-1-80	1-21-80	11391	10-20-80	10-21-80	11391-A

SCHEDULE B

AVAILABLE DEPOSITED CASH

PART I

<u>Equipment Trust Agreement</u>	<u>Available Deposited Cash for Trust Group 3</u>
Burlington Northern Inc. Railway Equipment Trust of 1974, Series 3	\$ 8,794.23
Burlington Northern Inc. Railway Equipment Trust of 1976, Series 3	4,642.70
Burlington Northern Inc. Railway Equipment Trust of 1977, Series 1	19,408.44

PART II

Burlington Northern Inc. Railway Equipment Trust of 1980, Series 1	289,893.28
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SCHEDULE C

REPLACEMENT EQUIPMENT

<u>Car Description</u>	<u>Quantity</u>	<u>Car Numbers (incl.)</u>	<u>Estimated Unit Cost</u>	<u>Estimated Total Cost</u>
26,000 Gallon Tank Cars	8	BN 875077 - 875084	\$49,000	\$392,000